



State of Oklahoma
Office of Management and Enterprise Services

ADDENDUM 1 TO
STATE OF OKLAHOMA NASPO VALUE POINT MASTER AGREEMENT
AWARD WITH GETAC, INC.
RESULTING FROM SOLICITATION NO. OK-MA-145

This Addendum 1 ("Addendum") is an Amendment to the Master Agreement Award OK-MA-145-045("Master Agreement") awarded to Getac, Inc. ("Contractor") by the State of Oklahoma ("State") in connection with Solicitation No. OK-MA-145 ("Solicitation") and is effective as of the date of the last signature below.

Recitals

Whereas, the State issued a Solicitation for proposals to provide Body Worn Video Cameras and Recording Devices, Vehicle Mounted Video and Recording Devices, and Video Storage, Data Security, Software, and Peripherals as more particularly described in the Solicitation; and

Whereas, the State awarded a Master Agreement to Getac, Inc.

Now, therefore, in consideration of the foregoing and the mutual promises set forth herein, the receipt and sufficiency of which are hereby acknowledged the parties agree as follows:

1. Addendum Purpose.

This Addendum reflects Contractor's assignment of Master Agreement.

2. Amendment to Master Agreement

Assignment of Master Agreement to Getac Video Solutions, Inc.

ASSIGNMENT AGREEMENT

This Assignment Agreement (this "Assignment"), effective the date of the last signature below, is by and among Getac, Inc. ("Assignor") with its principal place of business at 400 Exchange, Suite 100, Irvine, CA 92602; Getac Video Solutions, Inc. ("Assignee") with its principal place of business at 3600 American Blvd. W, #460, Bloomington, MN 55431, and State of Oklahoma by and through the Office of Management and Enterprise Services with its principal place of business at 5005 North Lincoln Boulevard, Oklahoma City, OK 73105. Assignor, Assignee and the State of Oklahoma are collectively referred to herein as the "Parties."

RECITALS

WHEREAS, the State of Oklahoma has an agreement with the Assignor, Contract No. OK-MA-145-045 ("Master Agreement") effective July 13, 2017 through July 12, 2019.

WHEREAS, Assignor and Assignee are sister companies wholly owned by the same parent company, Getac Technology Coporation.

WHEREAS, the Getac, Inc. desires to assign the Master Agreement to Getac Video Solutions, Inc. and the Parties agree to assign the Agreement as set forth herein.

WHEREAS, the assignment provision of the Master Agreement provides assignment of the agreement only upon written consent of the State.

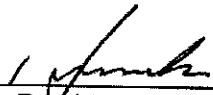
NOW THEREFORE, in consideration of the mutual promises contained herein and other good and sufficient consideration, the receipt and adequacy of which is hereby acknowledged, the Parties hereto agree as follows:

AGREEMENT

1. Assignor hereby assigns to Assignee all of its rights, title and interest in the Master Agreement. This includes all Bands of the Master Agreement.
2. This Assignment Agreement will become effective upon the latest date of execution by the Parties.
3. The State hereby approves the request of the Assignor to assign to the Assignee all its interest, rights, responsibilities, duties, and other provisions set forth in the Master Agreement, which is attached and incorporated as Exhibit A, provided the Assignor and the Assignee agree to all provisions set forth in this Assignment Agreement.
4. The Assignor and the Assignee jointly and severally represent and warrant to the State that:
 - a. the Assignor is not in default of any of its obligations under the Master Agreement;
and

- b. the Assignor has assigned to the Assignee, under separate agreement, sufficient information, rights to technology, and key personnel sufficient to enable the Assignee to properly perform the duties, responsibilities, obligations, and all other provisions assigned to the Assignee;
 - c. the assignment of the Master Agreement will not result in either the Assignor or Assignee being in default under an agreement with a third party; and
 - d. the Assignee is ready, willing, and able to perform all the duties, obligations, and responsibilities of the Master Agreement.
5. The Assignee accepts assignment of all the provisions of the Master Agreement
6. The Assignee will provide proof of insurance with the coverage and in the amounts called for in the Master Agreement.
7. The covenants and conditions contained in this Assignment shall apply to and bind Assignor and Assignee and their heirs, legal representative, successors and permitted assigns.

Assignor: Getac, Inc.

By: 
HJ Lu, Vice President, Finance and Business Services

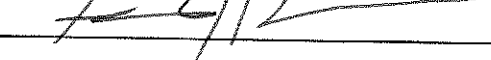
Date: 3/1/2018

Assignee: Getac Video Solutions, Inc.

By: 
Thomas Guzik, President

Date: 3/1/2018

The State of Oklahoma

By: 
Ferris J. Barger, State Purchasing Director

Date: 5/2/2018